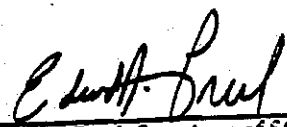


Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "HARRISBURG TELEVISION, INC.", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF NOVEMBER, A.D. 1995, AT 4:30 O'CLOCK P.M.




Edward J. Freel, Secretary of State

2564482 8100

960031352

AUTHENTICATION:

7812588

DATE:

02-01-96

11-22-95

**CERTIFICATE OF INCORPORATION
OF
HARRISBURG TELEVISION, INC.**

FIRST. The name of the corporation is Harrisburg Television, Inc.

SECOND. The address of its registered office in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

THIRD. The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH. The total number of shares of stock which the corporation shall have authority to issue is one thousand (1,000) shares of the par value of one dollar (\$1.00) per share.

FIFTH. The name and mailing address of the incorporator is John R. Allender, 1301 McKinney, Suite 5100, Houston, Texas 77010-3095.

SIXTH. The Board of Directors may, without any action by the stockholders, adopt, amend or repeal any provisions contained in the By-Laws of the corporation.

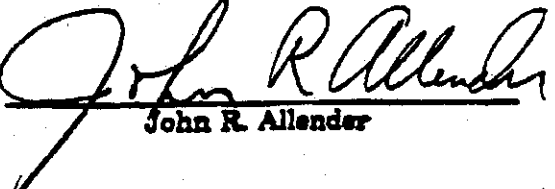
SEVENTH. Election of directors need not be by written ballot, unless and to the extent the By-Laws shall so require.

EIGHTH. The corporation shall indemnify to the full extent permitted by the laws of Delaware as from time to time in effect, the persons described in Section 145 of the General Corporation Law of Delaware, or other provisions of the laws of Delaware relating to indemnification of officers, directors, employees and agents, as from time to time in effect. The foregoing shall not be construed to limit the power of the Board of Directors to provide indemnity; and the Board of Directors may provide any other rights of indemnity which it may deem appropriate.

NINTH. Meetings of stockholders may be held within or without the State of Delaware, as the By-Laws may provide. The books of the corporation may be kept outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the By-Laws of the corporation.

TENTH. No director of the corporation shall be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit.

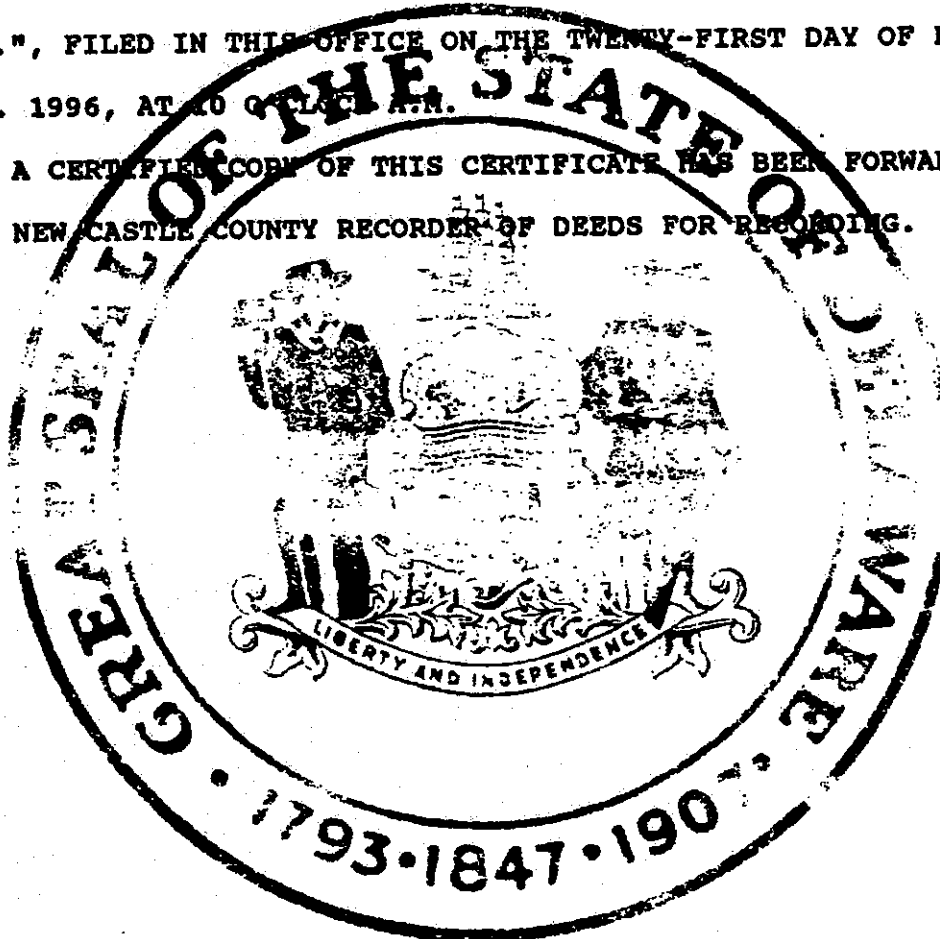
THE UNDERSIGNED, being the incorporator named above, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, does make this Certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 22nd day of November, 1995.


John R. Allender

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "HARRISBURG TELEVISION, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF FEBRUARY, A.D. 1996, AT 10 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



Edward J. Freel

Edward J. Freel, Secretary of State

2564482 8100

960048911

AUTHENTICATION: 7834495

DATE: 02-21-96

CERTIFICATE OF AMENDMENT

OF

HARRISBURG TELEVISION, INC.

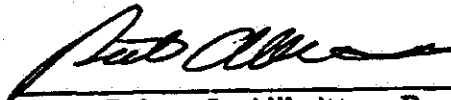
The undersigned, being the President of Harrisburg Television, Inc. (the "Corporation"), does hereby certify that the following amendment to the Certificate of Incorporation of the Corporation has been duly adopted in accordance with Section 241(a) of the General Corporation Law of the State of Delaware and the Corporation has not received any payment for any of its authorized capital stock:

FIRST. The fourth paragraph of the Certificate of Incorporation is amended in its entirety to read as follows:

FOURTH. The total number of shares of stock which the corporation shall have authority to issue is Fifty Thousand (50,000) shares of the par value of one cent (\$.01) per share, which shall be divided into 2000 shares of Class A Common Stock and 48,000 shares of Class B. The rights of the Class A Common Stock and Class B Common Stock shall be identical in all respects except that the Class B Common Stock shall have no voting rights and the Board of Directors of the corporation may, from time to time, declare dividends on the Class B Common Stock, in the Board of Directors' sole discretion, from funds legally available therefor, to the exclusion of the Class A Common Stock. All other dividends shall be paid declared or paid equally on all shares of Class A Common Stock and Class B Common Stock.

SECOND. The remaining provisions of the Certificate of Incorporation shall continue in full force and effect.

THE UNDERSIGNED, being the President of Harrisburg Television, Inc., does hereby declare, certify and acknowledge that this is my act and deed and the facts herein stated are true, and accordingly I hereunto set my hand this 6th day of February, 1996.



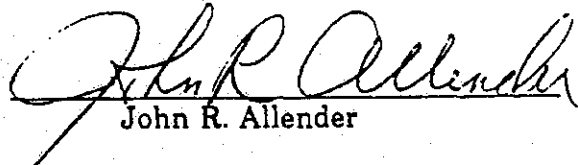
Robert L. Allbritton, President

HARRISBURG TELEVISION, INC.

ACTION BY INCORPORATOR

The undersigned, John R. Allender, as a sole incorporator of Harrisburg Television, Inc., a Delaware corporation (the "Corporation"), does hereby certify and state that pursuant to section 108(c) of the General Corporation Law of the State of Delaware, he, as sole incorporator, hereby:

- (1) adopts the attached bylaws as the bylaws of the Corporation;
- (2) elects Joe L. Allbritton, Barbara B. Allbritton, Robert L. Allbritton and Lawrence I. Hebert as directors of the Corporation to hold office until the first annual meeting of stockholders or until their successors are duly elected and qualify.


John R. Allender

Date: November 28, 1995

BYLAWS
OF
HARRISBURG TELEVISION, INC.
ARTICLE I
OFFICES

SECTION 1.1. Registered Office. The registered office of Harrisburg Television, Inc. (the "Corporation") in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle, and the name of its registered agent shall be The Corporation Trust Company.

SECTION 1.2. Other Offices. The Corporation may also have offices at such other places both within and without the State of Delaware as the Board of Directors may from time to time determine or the business of the Corporation may require.

ARTICLE II
MEETINGS OF STOCKHOLDERS

SECTION 2.1. Place of Meeting. All meetings of stockholders for the election of directors shall be held at such place, either within or without the State of Delaware, as shall be designated from time to time by the Board of Directors and stated in the notice of the meeting.

SECTION 2.2. Annual Meeting. The annual meeting of stockholders shall be held at such date and time as shall be designated from time to time by the Board of Directors and stated in the notice of the meeting.

SECTION 2.3. Special Meeting. Special meetings of the stockholders, for any purpose or purposes, unless otherwise prescribed by statute or by the Certificate of Incorporation, may be called by the Chairman or by the Board of Directors or by written order of a majority of the directors and shall be called by the Chairman or the Secretary at the request in writing of stockholders owning a majority in amount of the entire capital stock of the Corporation issued and outstanding and entitled to vote. Such request shall state the purposes of the proposed meeting. The Chairman or directors so calling, or the stockholders so requesting, any such meeting shall fix the time and any place, either within or without the State of Delaware, as the place for holding such meeting.

SECTION 2.4. Notice of Meeting. Written notice of the annual, and each

special, meeting of stockholders, stating the time, place and purpose or purposes thereof, shall be given to each stockholder entitled to vote thereat, not less than ten nor more than sixty days before the meeting.

SECTION 2.5. Quorum. The holders of a majority of the stock issued and outstanding and entitled to vote thereat, present in person or represented by proxy, shall constitute a quorum at any meeting of stockholders for the transaction of business. If a quorum shall not be present at any meeting of stockholders, the stockholders present thereat may adjourn the meeting from time to time, until a quorum shall be present.

SECTION 2.6. Voting. When a quorum is present at any meeting of the stockholders, the vote of the holders of a majority of the stock having voting power present in person or represented by proxy shall decide each matter brought before such meeting, unless the question is one upon which, by express provision of the statutes, of the Certificate of Incorporation or of these bylaws, a different vote is required, in which case such express provision shall govern and control the decision of such question.

SECTION 2.7. Consent of Stockholders. Whenever the vote of stockholders at a meeting thereof is required or permitted to be taken for or in connection with any corporate action, such action may be taken without a meeting, without prior notice and without a vote, if a consent setting forth the action so taken shall be signed by the holders of outstanding stock having not less than the minimum number of votes required for the proposed corporate action and shall be delivered to the Corporation; provided that prompt notice must be given to all stockholders of the taking of corporate action without a meeting and by less than unanimous written consent.

SECTION 2.8. Fixing Record Date. The Board of Directors may fix in advance a date, not more than sixty days nor less than ten days preceding the date of any meeting of stockholders, or the date for payment of any dividend or distribution, or the date for the allotment of rights, or the date when any change, or conversion or exchange of capital stock shall go into effect, as a record date for the determination of the stockholders entitled to notice of, and to vote at, any such meeting and any adjournment thereof, or entitled to receive payment of any such dividend or distribution, or to receive any such allotment of rights, or to exercise the rights in respect of any such change, conversion or exchange of capital stock, and in such case such stockholders and only such stockholders as shall be stockholders of record on the date so fixed shall be entitled to such notice of, and to vote at, any such meeting and any adjournment thereof, or to receive payment of such dividend or distribution, or to receive such allotment of rights, or to exercise such rights, as the case may be, notwithstanding any transfer of any stock on the books of the Corporation after any such record date fixed as aforesaid.

ARTICLE III

BOARD OF DIRECTORS

SECTION 3.1. Powers. The business and affairs of the Corporation shall be managed by its Board of Directors, which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by the Certificate of Incorporation or by these bylaws directed or required to be exercised or done by the stockholders.

SECTION 3.2. Number, Election, and Term. The number of directors which shall constitute the whole Board shall be not less than three. Such number of directors shall from time to time be fixed and determined by the directors and shall be set forth in the notice of any meeting of stockholders held for the purpose of electing directors. The directors shall be elected at the annual meeting of stockholders, except as provided in section 3.3, and each director elected shall hold office until his successor shall be elected and shall qualify. Directors need not be residents of Delaware or stockholders of the Corporation.

SECTION 3.3. Vacancies, Additional Directors, and Removal From Office. If any vacancy occurs in the Board of Directors caused by death, resignation, retirement, disqualification, or removal from office of any director, or otherwise, or if any new directorship is created by an increase in the authorized number of directors, a majority of the directors then in office, though less than a quorum, or a sole remaining director, may choose a successor or fill the newly created directorship; and a director so chosen shall hold office until the next annual election and until his successor shall be duly elected and shall qualify, unless sooner removed. Any director may be removed with or without cause at any special meeting of stockholders duly called and held for such purpose.

SECTION 3.4. Regular Meeting. A regular meeting of the Board of Directors shall be held each year, without other notice than this bylaw, at the place of, and immediately following, the annual meeting of stockholders; and other regular meetings of the Board of Directors shall be held each year, at such time and place as the Board of Directors may provide, by resolution, either within or without the State of Delaware, without other notice than such resolution.

SECTION 3.5. Special Meeting. A special meeting of the Board of Directors may be called by the Chairman of the Board and shall be called by the Secretary on the written request of any two directors. The Chairman so calling, or the directors so requesting, any such meeting shall fix the time and any place, either within or without the State of Delaware, as the place for holding such meeting.

SECTION 3.6. Notice of Special Meeting. Written notice of special meetings of the Board of Directors shall be given to each director at least 48 hours prior to the time of such meeting. Any director may waive notice of any meeting either before or after the meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the purpose of objecting to the transaction of any business on grounds that the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, except that notice shall be given of any proposed amendment to the bylaws if it is to be adopted at any special meeting or with respect to any other matter where notice is required by statute.

SECTION 3.7. Quorum. A majority of the total number of directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute, by the Certificate of Incorporation or by these bylaws. If a quorum shall not be present at any meeting of the Board of Directors, the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

SECTION 3.8. Action Without Meeting. Unless otherwise restricted by the Certificate of Incorporation or these bylaws, any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof as provided in Article IV of these bylaws, may be taken without a meeting, if a written consent thereto is signed by all members of the Board or of such committee, as the case may be, and such written consent is filed with the minutes of proceedings of the Board or committee.

SECTION 3.9. Compensation. Directors, as such, shall not be entitled to any stated salary for their services unless voted by the stockholders or the Board of Directors; but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board of Directors or any meeting of a committee of directors. No provision of these bylaws shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

ARTICLE IV

COMMITTEES OF DIRECTORS

SECTION 4.1. Designation, Powers and Name. The Board of Directors may, by resolution passed by a majority of the whole Board, designate one or more committees, including, if they shall so determine, an Executive Committee, each such committee to consist of one or more of the directors of the Corporation. Each committee shall have and may exercise such of the powers of the Board of Directors in

the management of the business and affairs of the Corporation as may be provided in such resolution, except that no such committee shall have the power or authority to amend the certificate of incorporation; adopt an agreement of merger or consolidation; recommend to the stockholders sale, lease or exchange of all or substantially all of the Corporation's property and assets; recommend to the stockholders a dissolution of the Corporation or revocation of a dissolution; or amend the bylaws of the Corporation. Each committee may authorize the seal of the Corporation to be affixed to all papers which may require it. The Board of Directors may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of such committee. In the absence or disqualification of any member of such committee or committees, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member.

SECTION 4.2. Minutes. Each committee of directors shall keep regular minutes of its proceedings and report the same to the Board of Directors when required.

SECTION 4.3. Compensation. Members of special or standing committees may be allowed compensation for attending committee meetings, if the Board of Directors shall so determine.

ARTICLE V

NOTICE

SECTION 5.1. Methods of Giving Notice. Whenever under the provisions of the statutes, the Certificate of Incorporation or these bylaws, notice is required to be given to any director, member of any committee or stockholder, such notice shall be in writing and delivered personally or mailed to such director, member or stockholder; provided that in the case of a director or a member of any committee such notice may also be given orally or by telephone, telegram, facsimile, or electronic mail. If deposited in the mail, notice to a director, member of a committee, or stockholder shall be deemed to be given when deposited in the mail, postage prepaid, addressed, in the case of a stockholder, to the stockholder at the stockholder's address as it appears on the records of the Corporation or, in the case of a director or a member of a committee in such person's capacity as such, to such person at his business address. If sent by telegram, notice to a director or member of a committee shall be deemed to be given when the telegram, so addressed, is delivered to the telegraph company.

SECTION 5.2. Written Waiver. Whenever any notice is required to be given under the provisions of the statutes, the Certificate of Incorporation, or these bylaws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

ARTICLE VI

OFFICERS

SECTION 6.1. Officers. The officers of the Corporation shall be a Chairman of the Board, President, one or more Vice Presidents, a Secretary and a Treasurer. The Board of Directors may appoint such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined by the Board. Any two or more offices may be held by the same person. No officer shall execute, acknowledge, verify, or countersign any instrument on behalf of the Corporation in more than one capacity, if such instrument is required by law, by these bylaws, or by any act of the Corporation to be executed, acknowledged, verified, or countersigned by two or more officers. None of the officers need be a director, and none of the officers need be a stockholder of the Corporation.

SECTION 6.2. Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at its first regular meeting held after the annual meeting of stockholders or as soon thereafter as conveniently possible. Each officer shall hold office until his successor shall have been chosen and shall have qualified or until his death or the effective date of his resignation or removal.

SECTION 6.3. Removal and Resignation. Any officer or agent elected or appointed by the Board of Directors may be removed without cause by the affirmative vote of a majority of the Board of Directors whenever, in its judgment, the best interests of the Corporation shall be served thereby, but such removal shall be without prejudice to the contractual rights, if any, of the person so removed. Any officer may resign at any time by giving written notice to the Corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 6.4. Vacancies. Any vacancy occurring in any office of the Corporation by death, resignation, removal, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 6.5. Salaries. The salaries of all officers and agents of the Corporation shall be fixed by the Board of Directors or pursuant to its direction; and no officer shall be prevented from receiving such salary by reason of his also being a director.

ARTICLE VII

CONTRACTS, CHECKS AND DEPOSITS

SECTION 7.1. Contracts. Subject to the provisions of section 6.1 above, the Board of Directors may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

SECTION 7.2. Checks, etc. All checks, demands, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers or such agent or agents of the Corporation, and in such manner, as shall be determined by the Board of Directors.

SECTION 7.3. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

ARTICLE VIII

CERTIFICATES OF STOCK

SECTION 8.1. Issuance. Each stockholder of the Corporation shall be entitled to a certificate or certificates showing the number of shares of stock registered in such stockholder's name on the books of the Corporation. The certificates shall be in such form as may be determined by the Board of Directors, shall be issued in numerical order and shall be entered in the books of the Corporation as they are issued. They shall exhibit the holder's name and number of shares and shall be signed by the Chairman of the Board or the President and by the Secretary. If any certificate is countersigned (1) by a transfer agent other than the Corporation or any employee of the Corporation, or (2) by a registrar other than the Corporation or any employee of the Corporation, any other signature on the certificate may be a facsimile. All certificates surrendered to the Corporation for transfer shall be canceled and no new certificate shall be issued until the former certificate for a like number of shares shall have been surrendered and canceled, except that in the case of a lost, stolen, destroyed, or mutilated certificate, a new one may be issued therefor upon such terms and with such indemnity, if any, to the Corporation as the Board of Directors may prescribe. Certificates shall not be issued representing fractional shares of stock.

SECTION 8.2. Registered Stockholders. The Corporation shall be entitled to treat the holder of record of any share or shares of stock as the holder in fact thereof and, accordingly, shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by the laws of the

State of Delaware.

ARTICLE IX

DIVIDENDS

SECTION 9.1. Declaration. Dividends upon the capital stock of the Corporation, subject to the provisions of the Certificate of Incorporation, if any, may be declared by the Board of Directors at any regular or special meeting, pursuant to law. Dividends may be paid in cash, in property or in shares of capital stock, subject to the provisions of the Certificate of Incorporation.

ARTICLE X

INDEMNIFICATION

SECTION 10.1. Indemnification. Each person who is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another entity (including the heirs, executors, or administrators of such persons) shall be indemnified by the Corporation as of right to the full extent permitted or authorized by the General Corporation Law of Delaware as from time to time in effect against any expenses (including attorneys' fees), judgments, fines, amounts paid in settlement, and other liabilities and costs asserted against such person by reason of the foregoing positions. Any indemnification by the Corporation to any of the foregoing shall be reduced by any amount such person may collect as indemnification, advancement of expenses, or insurance from any other source. The rights conferred by this bylaw shall not be exclusive of any other rights which any of the foregoing persons or other persons may have or hereafter acquire under any statute, agreement, vote of stockholders or directors, or otherwise.

SECTION 10.2. Advancement of Expenses. The Chairman of the Corporation is hereby authorized on behalf of the Corporation to advance expenses to anyone who is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of any entity, all in accordance with the provisions of the Delaware General Corporation Law as from time to time in effect, upon an undertaking to repay advancements if it shall ultimately be determined that such person is not entitled to be indemnified, a representation on entitlement to indemnification, and an agreement to reimburse such sums as to which such person is reimbursed through indemnification, insurance, or otherwise from any other source.

ARTICLE XI

MISCELLANEOUS

SECTION 11.1. Seal. The corporate seal shall have inscribed thereon the name of the Corporation, and the words "Corporate Seal, Delaware." The seal may be

used by causing it or a facsimile thereof to be impressed or affixed or otherwise reproduced.

SECTION 11.2. Books. The books of the Corporation may be kept outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors.

ARTICLE XII

AMENDMENT

These bylaws may be altered, amended, or repealed at any regular meeting of the Board of Directors without prior notice, or at any special meeting of the Board of Directors if notice of such alteration, amendment or repeal be contained in the notice of such special meeting.